

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

CELSIUS NETWORK LIMITED and
CELSIUS NETWORK LLC,

Plaintiffs,

v.

PRIME TRUST, LLC,

Defendant.

Adversary Proceeding
No. 22-01140 (MG)

**ORDER GRANTING MOTION TO APPROVE SETTLEMENT WITH
PRIME TRUST, LLC PURSUANT TO RULE 9019
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Upon the motion (the “Motion”) of Celsius Network LLC and Celsius Network Limited (together, “Celsius”), debtors in the above-captioned chapter 11 cases,¹ for entry of an order pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) seeking approval of the Stipulation,² as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§

¹ The Debtors in these chapter 11 cases (collectively, the “Debtors”), along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network, Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

² The Stipulation refers to the Stipulation to Settle and Discontinue Adversary Proceeding, which is attached to the Motion as Exhibit B.

1408 and 1409; and due and proper notice of the relief requested in the Motion having been provided in accordance with the Amended Final Case Management Order and having been provided to potentially impacted Celsius Users, including by emailing a copy of this Motion and the Stipulation to the last known email address, if any, or if no email address is available, mailing a copy of this Motion and the Stipulation to the last known mailing address, if any, of all potentially impacted Users; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Motion (the "Hearing"); and upon the record of the Hearing, and upon all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein which is in the best interests of the Debtors, the Estates, their creditors and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted, as set forth herein.
2. All responses and objections not withdrawn or resolved by this Order are overruled in all respects.
3. The Stipulation is approved under Bankruptcy Rule 9019, and the Debtors are authorized to enter into and perform under the Stipulation.
4. The Parties are authorized to take any action as may be necessary or appropriate to implement, effectuate and fully perform under the Stipulation in accordance with this Order, including without limitation to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement, effectuate and fully perform under the Stipulation in accordance with this Order.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion, and the Local Bankruptcy Rules are satisfied by such notice.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: _____, 2022
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE